

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

STREET STAR DESIGNS, LLC

v.

M. ALAN GREGORY and  
BAGGER CONCEPTS

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§  
§

Civil Action No. 4:11-cv-00915  
JURY

DEFENDANT M. ALAN GREGORY D/B/A BAGGER CONCEPTS'  
MOTION TO DISMISS

Defendant M. Alan Gregory d/b/a Bagger Concepts files this motion to dismiss plaintiff Street Star Designs, LLC's ("SSD") original complaint<sup>1</sup> for failure to state a claim and lack of subject matter jurisdiction, as authorized by Federal Rule of Civil Procedure 12(b)(1) & (6).

**I. Introduction**

1. The Nominal Plaintiff is Street Star Designs, LLC. However, the suit is actually filed by Jamey Joseph, a 25 percent (25%) member of SSD. Defendant is M. Alan Gregory d/b/a Bagger Concepts, also a 25 percent (25%) member of SSD. *See* affidavit of M. Alan Gregory attached as Exhibit A.

2. Mr. Joseph, without the authority of SSD, has filed suit for trademark infringement, patent infringement, copyright infringement and other claims against Mr. Gregory. The complaint also seeks preliminary and permanent injunction.

3. Federal Rule of Civil Procedure 12(b)(6) authorizes dismissal of a complaint for "failure to state a claim upon which relief can be granted" and 12(b)(1) authorizes dismissal where the plaintiff lacks standing. First, this complaint fails as a direct action by SSD because Mr. Joseph lacks

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<sup>1</sup> Filed 03/11/11 Document [1].

authority to file suit. Second, if the complaint is viewed as a derivative action by Mr. Joseph on behalf of SSD, he failed to adhere to the Texas Business Organization Code and Federal Rules of Civil Procedure. For these reasons, plaintiff's original complaint is subject to dismissal.

## **II. Standard of Review**

4. In considering this motion, this court must accept all well-pleaded facts as true and view the facts in the light most favorable to the plaintiff. *See Campbell v. City of San Antonio*, 43 F.3d 973, 975 (5th Cir.1995). "[A] claim may not be dismissed unless it appears certain that the plaintiff cannot prove any set of facts in support of his claim that would entitle him to relief." *Leffall v. Dallas Indep. Sch. Dist.*, 28 F.3d 521, 524 (5th Cir.1994). "However, conclusory allegations or legal conclusions masquerading as factual conclusions will not suffice to prevent a motion to dismiss." *Fernandez-Montes v. Allied Pilots Ass'n*, 987 F.2d 278, 284 (5th Cir.1993).

## **III. Argument & Authority**

### **A. Mr. Joseph lacks authority to file a claim on behalf of SSD.**

5. SSD, as a company, is a fictional creation which can act only through its representatives. Nonetheless, one member-owner of SSD, claiming no greater title or ownership than the other members, attempts to usurp the business as his own and force out other members. Because this lawsuit was filed without authority and not in compliance with the Texas Business Organization Code, it must be dismissed for failure to state a claim and lack of subject-matter jurisdiction.

6. SSD filed its Certificate of Formation with the Texas Secretary of State in 2008. A certified copy of that Certificate is attached as Exhibit B and incorporated herein by reference. This Certificate states that SSD's governing authority is its members and specifically negates the existence of any managers. Exhibit B; *see also* TEX. BUS. ORG. CODE § 101.251(2) (the governing authority ...

consists of: the members of the company, if the company's certificate of formation states that the company will not have managers.""). There is no company agreement governing the management of SSD. Exhibit B. All members have an equal vote in SSD's business. TEX. BUS. ORG. CODE § 101.354. Further, because the governing authority and the membership are the same, any action of SSD requires at least the affirmative vote of the majority of the membership. *Id.* § 101.355 and 101.356. The complaint has no allegation that such a meeting or vote took place. In considering a motion to dismiss, the court must accept all well-pleaded facts as true and view the facts in the light most favorable to the plaintiff. *See Campbell*, 43 F.3d at 975. The court cannot, however, take as true facts which have not been plead. By his unverified complaint, Jamey Joseph, purportedly on behalf of SSD, fails to plead facts sufficient to show his authority to act on behalf of SSD.

7. Further, a vote by the members of SSD on the issues of this lawsuit never occurred. See Exhibits A and C. Mr. and Mrs. Gregory, who together comprise half of the members and ownership of SSD, provide sworn testimony that no meeting has been called and no vote of the membership has been held. Exhibits A and C. As such, the complaint purportedly filed by SSD is wholly without the authority of the members as required by the Texas Business Organizations Code. Therefore, the complaint must be dismissed for lack of standing and subject-matter jurisdiction and failure to state a claim.

**B. Mr. Joseph failed to adhere to required rules if making a derivative claim.**

8. Though not plead as such, the claims before the court are best understood as derivative claims made by Mr. Joseph. However, in filing this complaint, Mr. Joseph failed to adhere to both state and federal laws governing such a claim. Therefore, even generously reading this complaint

as stating derivative claims, it must be dismissed for failure to state a claim and lack of subject matter jurisdiction.

**i. State law places additional requirements on derivative claims.**

9. A derivative claim can only be made by an individual member of a limited liability company in accordance with the Texas Business Organizations Code. TEX. BUS. ORG. CODE §§ 101.451-463. Specifically, a member must fairly and adequately represent the interests of the limited liability company, and then a demand for the company to act must first be made. *Id.* §§ 101.452 and 101.453. The complaint fails to plead facts supporting its compliance with the Code. While the Code exempts closely-held companies from these requirements [*Id.* § 101.463], Mr. Joseph failed to make any allegation that SSD is a closely-held corporation. In a similar situation, the Northern District of Texas has held that in the absence of a pleading by the plaintiff that the corporation was closely held, the derivative action was subject to dismissal for not pleading that demand had been made on the company. *DDH Aviation, LLC v. Holly*, No. Civ. A. 3:02-CV-2598-P, 2005 WL 770595 (N.D. Tex. Mar. 31, 2005). Therefore, Mr. Joseph's pleadings on behalf of SSD are improper and subject to dismissal.

**ii. Standing to assert a derivative claim requires adherence to federal rules.**

10. In addition to these state law problems, Mr. Joseph, in filing this complaint as SSD, failed to adhere to the derivative claims requirements of the Federal Rules of Civil Procedure. In fact, Mr. Joseph characterizes his personal disputes with Mr. Gregory as those of SSD, when in fact Mr. Joseph has no authority to do so. Even assuming this complaint can be characterized as a derivative claim, it fails in that: 1) it is not verified; 2) there is no allegation that the action is not a collusive one to confer jurisdiction; 3) it fails to state with particularity any effort to have this suit

authorized by SSD; 4) fails to state with particularity the reasons for SSD's actions or inaction, and; 5) Mr. Joseph fails to show he adequately represents the interests of members in enforcing the rights of the corporation. FED. R. CIV. P. 23.1.

11. A member's derivative action is governed by Rule 23.1, and federal courts apply the law of the state in which company is incorporated as well. *Brown v. Ferro Corp.*, 763 F.2d 798 (6th Cir. 1985). Standing to assert a derivative claim based on federal law is a federal law question as is standing to object to the settlement of such a claim. *In re Pittsburgh & L.E.R. Co. Securities and Antitrust Litigation*, 543 F.2d 1058 (3rd Cir. 1976). Once the district court has characterized an action brought to enforce a right of a corporation as direct or derivative under state law, federal law determines whether plaintiff has standing to maintain the lawsuit. *Corrections USA v. Dawe*, 504 F.Supp.2d 924 (E.D. Cal.2007).

12. Mr. Joseph failed to meet the requirements to obtain standing in federal court. The requirement of a verification of a complaint in derivative suits is designed to assure that the plaintiff or some other person has investigated charges and found them to have substance. *Porte v. Home Federal Sav. and Loan Ass'n of Chicago*, 409 F. Supp. 752 (N.D. Ill.1976). Further, even if state rules do not require a demand on the corporation, this does not except a plaintiff from the pleading requirements of Rule 23.1. *DDH Aviation*, No. Civ. A. 3:02-CV-2598-P, 2005 WL 770595, at \*5. Complaints that fail to adhere to the requirements of Rule 23.1 are properly the subject of a motion to dismiss. *Id.* Therefore, this complaint must be dismissed because the pleading fails to establish the standing of Mr. Joseph as a derivative claimant. Further, the inadequate pleading fails to state a claim upon which relief may be granted.

13. More importantly, Mr. Joseph does not have standing to bring a derivative claim in that he cannot adequately represent the interests of the corporation because of “outside entanglements.” *Blum v. Morgan Guaranty Trust Company of New York*, 539 F.2d 1388, 1390 (5th Cir. 1976). Specifically, Mr. Joseph, along with SSD’s accountant, are members of a corporation by the name of Loud Lids, LLC. Certified copies of the Certificate of Formation for Loud Lids, LLC, the 2010 Public Information Report, and the Comptroller’s Certification of Good standing are attached hereto as Exhibits D, E, and F respectively, and are incorporated herein by reference. The Loud Lids, LLC Certificate of Formation shows it was created on May 1, 2009 (Exhibit D) – which is after the March 2008 formation of SSD (Exhibit B) for the purpose of creating satchel audio systems for motorcycles. The Loud Lids, LLC 2010 Public Information Report lists Jamey Joseph as the president. Exhibit E. The comptroller’s records indicate that Loud Lids, LLC as an entity is in good standing as of March 29, 2011. Exhibit F. The outside entanglements of a putative derivative plaintiff must be considered by the court. *Blum*, 539 F.2d at 1390. The court cannot condone a derivative action which could be used as leverage in other disputes. *Id.* Therefore, under the requirement of Rule 23.1, Mr. Joseph lacks standing in that he is unable to adequately represent the other members or SSD.

#### **IV. Conclusion & Prayer**

14. This unauthorized lawsuit purportedly filed on behalf of SSD must be dismissed for lack of subject-matter jurisdiction and failure to state a claim. Further, to the extent it is understood as a derivative claim, the complaint must be dismissed because Mr. Joseph failed to adhere to both state and federal requirements. The grievances of a single company member may not be given greater weight simply because they are guised as the claims of the corporation.

15. For these reasons, Defendant M. Alan Gregory d/b/a Bagger Concepts asks that the Court dismiss plaintiff's original complaint for lack subject-matter jurisdiction and failure to state a claim upon which relief can be granted.

Respectfully submitted,

By: Joseph T. Kennedy  
Joseph T. Kennedy, Attorney in Charge  
SBN: 11292375  
S. D. Tex. I.D. No. 12339  
[kennedy@drs-llp.com](mailto:kennedy@drs-llp.com)  
10003 Woodloch Forest Drive, Suite 225  
The Woodlands, Texas 77380  
Telephone: 281-681-3515  
Facsimile: 281-681-3543  
**Attorneys for Defendant M. Alan Gregory**  
**d/b/a Bagger Concepts**

**OF COUNSEL**

**DRUCKER, RUTLEDGE & SMITH, L.L.P.**

Rachel N. LeMay, Of Counsel  
SBN: 24053322  
S. D. Tex. I.D. No. 934975  
[lemay@drs-llp.com](mailto:lemay@drs-llp.com)  
10003 Woodloch Forest Drive, Suite 225  
The Woodlands, Texas 77380  
Telephone: 281-681-3515  
Facsimile: 281-681-3543

**CERTIFICATE OF SERVICE**

I certify that pursuant to the Federal Rules of Civil Procedure, a true and correct copy of this document, with appendix/exhibits, and proposed order were forwarded (via USPS 1<sup>st</sup> Class \_\_\_\_\_; CMRRR \_\_\_\_\_; hand delivery \_\_\_\_\_; CM/EDF electronic notification xx) to the following on March 30, 2011:

**Attorneys for Street Star Designs, LLC**

Nathan S. Steadman, Attorney in Charge

SBN: 19089450 S.D. Tex. ID No. 13113

MEYER, KNIGHT & WILLIAMS, LLP

8100 Washington Ave., Ste. 1000

Houston, TX 77007

[nas@mkwlaw.com](mailto:nas@mkwlaw.com)

phone 713-868-2222

fax 713-868-2262

**and**

Paul S. Beik, Of Counsel

SBN: 24054444 S.D. Tex. ID No. 642213

BEIK LAW FIRM, PLLC

8100 Washington Ave., Ste. 1000

Houston, TX 77007

[paul@beiklaw.com](mailto:paul@beiklaw.com)

phone 713-869-6975

fax 713-868-2262

By: Joseph T. Kennedy



**DEFENDANT M. ALAN GREGORY D/B/A BAGGER CONCEPTS'  
APPENDIX OF EXHIBITS TO MOTION TO DISMISS**

Exhibit

03/30/11 Affidavit of M. Alan Gregory (MAG000001) .....	A
03/12/08 Certificate of Formation of Street Star Designs, LLC (MAG000002-000004) .....	B
03/30/11 Affidavit of Tracey Gregory (MAG000005) .....	C
05/06/09 Certificate of Formation of Loud Lids, LLC (MAG000006-000009) .....	D
2010 Loud Lids, LLC Texas Franchise Tax Public Information Report (MAG000010-000011) ...	E
03/29/11 Texas Comptroller Certificate of Account Status – Loud Lids, LLC (MAG000012) ....	F

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
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AFFIDAVIT

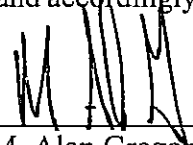
STATE OF TEXAS

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COUNTY OF MONTGOMERY

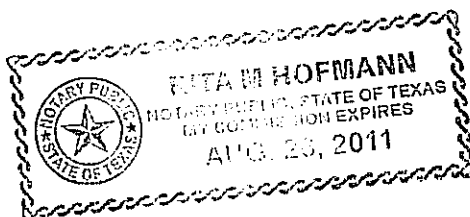
BEFORE ME, the undersigned notary, on this day personally appeared M. Alan Gregory, a person whose identity is known to me. After I administered an oath to him, upon his oath, he said:

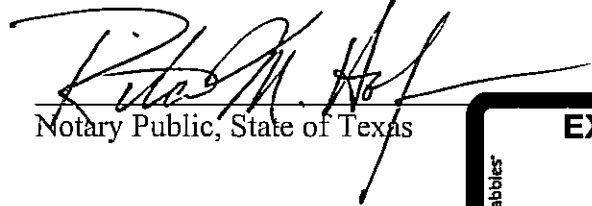
My name is M. Alan Gregory, I am capable of making this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct. Street Star Designs, LLC ("SSD") was formed by myself, my wife Tracey Gregory, Jamey Joseph and his wife April Joseph. At all times the four of us have operated as equal members in SSD. Each member owns 25% of the company. Pat Garner served as SSD's accountant. SSD has been in disputes among the members since April of 2009 when Jamey Joseph filed a lawsuit in state court seeking a declaration that he was the sole owner of SSD. The case was ultimately voluntarily dismissed by Jamey Joseph, but the disputes remained unresolved. At a Temporary Injunction hearing in that lawsuit, it was established that Pat Garner and Jamey Joseph formed a company called Loud Lids, LLC. This name was taken without the permission of SSD. The company is still in existence. Since that time, the members of SSD have not obtained a majority vote on any issue. Although I have tried to call meetings, no meeting of the members for SSD has been called. There has been no written consent to majority action by the members since April 2009. As a member of SSD, I have never been made aware of a vote to file the above lawsuit and accordingly did not vote for such.

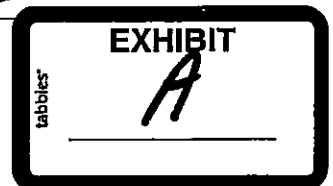
  
M. Alan Gregory

SUBSCRIBED AND SWORN TO before me this 30<sup>th</sup> day of March 2011.

(seal)



  
Notary Public, State of Texas



MAG000001

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**CERTIFICATE OF FORMATION**

**OF**

**STREET STAR DESIGNS, LLC**  
**(A Limited Liability Company)**

---

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**  
**MAR 12 2008**  
**Corporations Section**

**ARTICLE ONE**

The name of the filing entity will be STREET STAR DESIGNS, LLC (the "Company").

**ARTICLE TWO**

The filing entity being formed is a limited liability company.

**ARTICLE THREE**

The purpose for which the Company is formed is any lawful purpose for which a limited liability company may be formed under the Texas Business Organizations Code.

**ARTICLE FOUR**

The street address of the Company's initial Registered Office, and the name of its initial Registered Agent at that office, are as follows:

M. Alan Gregory  
10747 Sunflower Drive  
Willis, Texas 77318



**ARTICLE FIVE**

The Company will not have Managers. The names and addresses of the initial Members are:

M. Alan Gregory  
10747 Sunflower Drive  
Willis, Texas 77318

Tracey L. Gregory  
10747 Sunflower Drive  
Willis, Texas 77318

Jamey W. Joseph  
30 Teakwood Place  
Conroe, Texas 77384

April Joseph  
30 Teakwood Place  
Conroe, Texas 77384

**ARTICLE SIX**

The undersigned Organizer hereby disclaims any past or future interests in or control of STREET STAR DESIGNS, LLC and resigns as the Organizer effective upon the formation of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand this twelfth day of March, 2008.



Sharon M. Leal, Organizer  
408 W. 17th Street, Suite 101  
Austin, Texas 78701-1207  
(512) 474-2002

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

STREET STAR DESIGNS, LLC  
Filing Number: 800950662

Certificate of Formation

March 12, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 29, 2011.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade  
Secretary of State

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

STREET STAR DESIGNS, LLC

v.

M. ALAN GREGORY and  
BAGGER CONCEPTS

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Civil Action No. 4:11-cv-00915  
JURY

AFFIDAVIT

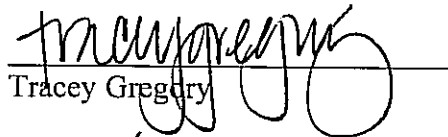
STATE OF TEXAS

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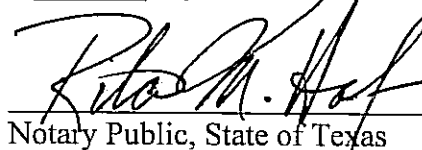
COUNTY OF HARRIS

BEFORE ME, the undersigned notary, on this day personally appeared Tracey Gregory, a person whose identity is known to me. After I administered an oath to her, upon her oath, she said:

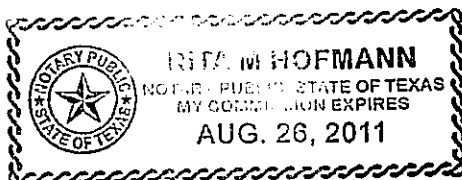
My name is Tracey Gregory, I am capable of making this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct. I am a member of Street Star Designs, LLC ("SSD") and have been since its formation. Each member owns 25% of the company. Since April 2009, the members of SSD have not obtained a majority vote on any issue. Originally, I was responsible for the books and records of the company. Jamey Joseph took control of the records in 2009 and refuses to allow inspection. No meeting of the members for SSD has been called. There has been no written consent to majority action by the members since April 2009. As a member of SSD, I have never been made aware of a vote to file the above lawsuit and accordingly did not vote for such.

  
Tracey Gregory

SUBSCRIBED AND SWORN TO before me this 30<sup>th</sup> day of March 2011.

  
Notary Public, State of Texas

(seal)



MAG000005

**Form 205**  
**(Revised 01/06)**

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: \$300**



**Certificate of Formation**  
**Limited Liability Company**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
MAY 06 2009  
**Corporations Section**

**Article 1 - Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

Loud Lids, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

**Article 2 - Registered Agent and Registered Office**

(Select and complete either A or B and complete C)

☐ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Pat	L	Garner	
First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

217 East Edgewood Drive	Friendswood	TX	77546
Street Address	City	State	Zip Code

**Article 3 - Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person.)

☐ A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

☒ B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

**NAME OF GOVERNING PERSON** (Enter the name of either an individual or an organization, but not both.)

**IF INDIVIDUAL**

Jamey	w	Joseph	
First Name	M.I.	Last Name	Suffix

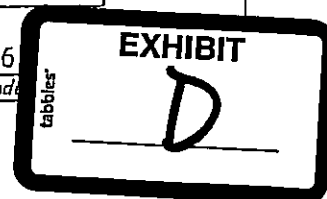
OR

**IF ORGANIZATION**

Organization Name

**ADDRESS OF GOVERNING PERSON**

217 East Edgewood Drive	Friendswood	TX	USA	77546
Street or Mailing Address	City	State	Country	Zip Code



<b>NAME OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
Pat	L	Garner		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<b>OR</b>				
<b>IF ORGANIZATION</b>				
<i>Organization Name</i>				
<b>ADDRESS OF GOVERNING PERSON</b>				
217 East Edgewood Drive	Friendswood	TX	USA	77546
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

<b>NAME OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<b>OR</b>				
<b>IF ORGANIZATION</b>				
<i>Organization Name</i>				
<b>ADDRESS OF GOVERNING PERSON</b>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

#### Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

#### Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]



<b>Organizer</b>
------------------

The name and address of the organizer:

Pat L. Garner

*Name*

217 East Edgewood Drive

Friendswood

TX 77546

*Street or Mailing Address*

*City*

*State Zip Code*

<b>Effectiveness of Filing</b> (Select either A, B, or C.)
--

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

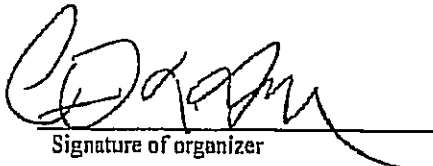
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\_\_\_\_\_

<b>Execution</b>
------------------

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: May 1, 2009

  
Signature of organizer

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

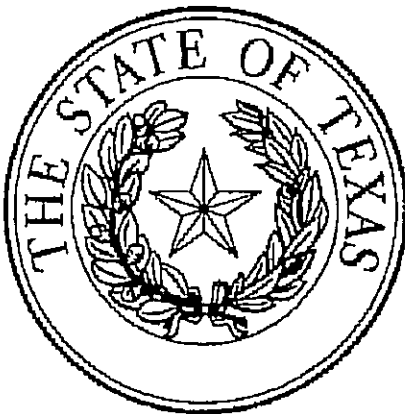
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Loud Lids, LLC  
Filing Number: 801119954

Certificate of Formation  
Public Information Report (PIR)

May 06, 2009  
December 31, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 29, 2011.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Comptroller  
of Public  
Accounts  
FORA

05-102

(Rev. 1-08/28)

Tax Code 13196

## TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

Filing Number: 801119954

(To be filed by Corporations and Limited Liability Companies (LLCs))

This report MUST be filed to satisfy franchise tax requirements

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.

Taxpayer number

Report year

3	2	0	3	9	4	7	3	0	2	3	2	0	1	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Taxpayer name  
LOUD LIDS, LLCMailing address  
217 EDGEWOOD DRCity  
FRIENDSWOODState  
TXZIP Code  
77546Plus 4  
3820Secretary of State file number or  
Comptroller file number

0801119954

☐ Blacken circle if there are currently no changes or additions to the information displayed in Section A of this report. Then complete Sections B and C.

Entity's principal office

Principal place of business

*Please sign below!*

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.



3203947302310

## SECTION A Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration	m	m	d	d	y	y
JAMEY JOSEPH	PRESIDENT	<input checked="" type="radio"/> YES							
Mailing address	City	State	ZIP code						
217 EDGEWOOD	FRIENDSWOOD	TX	77546						
Name	Title	Director	Term expiration	m <th>m</th> <th>d</th> <th>d</th> <th>y</th> <th>y</th>	m	d	d	y	y
		<input type="radio"/> YES							
Mailing address	City	State	ZIP code						
Name	Title	Director	Term expiration	m <th>m</th> <th>d</th> <th>d</th> <th>y</th> <th>y</th>	m	d	d	y	y
		<input type="radio"/> YES							
Mailing address	City	State	ZIP code						
Name	Title	Director	Term expiration	m <th>m</th> <th>d</th> <th>d</th> <th>y</th> <th>y</th>	m	d	d	y	y
		<input type="radio"/> YES							
Mailing address	City	State	ZIP code						

## SECTION B Enter the information required for each corporation or LLC, if any, in which this reporting entity owns an interest of ten percent (10%) or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of Ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of Ownership

## SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of ten percent (10%) or more in this reporting entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of Ownership
Registered agent and registered office currently on file. (See Instructions if you need to make changes)			
Agent: PAT L GARNER			
Office: 217 EAST EDGEWOOD DRIVE	City FRIENDSWOOD	State TX	ZIP Code 77546

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here Title  
COMPTROLLER Date  
05/12/2010 Area code and phone number  
(281) 648 - 5300

VE/DE ☐ PIR IND ☐

EXHIBIT

E

MAG000010

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

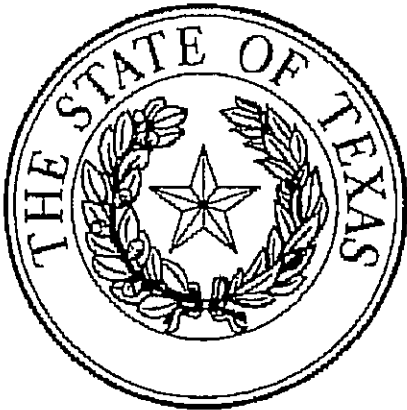
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Loud Lids, LLC  
Filing Number: 801119954

Certificate of Formation  
Public Information Report (PIR)

May 06, 2009  
December 31, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 29, 2011.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Fax: (512) 463-5709  
TDD: 10266

Dial: 7-1-1 for Relay Services  
Document: 361578190004

MAG000011



## TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

March 29, 2011

### CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO  
HEREBY CERTIFY that according to the records of this office

LOUD LIDS, LLC

is, as of this date, in good standing with this office having no franchise  
tax reports or payments due at this time. This certificate is valid through  
the date that the next franchise tax report will be due May 16, 2011.

This certificate does not make a representation as to the status of the  
entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted  
entity is subject to franchise tax as required by law. This certificate is  
not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 29th day of  
March 2011 A.D.

A handwritten signature of Susan Combs in black ink, written in a cursive style.

Susan Combs  
Texas Comptroller

Taxpayer number: 32039473023  
File number: 0801119954

Form 05-304 (Rev. 12-07/17)



MAG000012